

BYLAWS



LEAGUE OF
**CALIFORNIA
CITIES**

◆ Central Valley Division

Bylaw update effective as of September 25, 2025

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ARTICLE I: NAME AND LOCATION

Section 1. The name of this organization shall be "Central Valley Division, League of California Cities", hereafter sometimes referred to as "Division."

Section 2. The Division shall be composed of municipalities within the Counties of Calaveras, Mariposa, Merced, San Joaquin, Stanislaus, and Tuolumne and shall include the city of Chowchilla from Madera County.

ARTICLE II: NATURE AND PURPOSE

Section 1. The purposes and functions of this Division shall be:

- (a) To promote interest in the problems of city government and administration among officials within the Division.
- (b) To assist Cal Cities officials in formulating policies by expressing, through resolutions duly adopted, the recommendations of the Division submitted in the manner provided by Article VI, Resolutions, of the Cal Cities bylaws.
- (c) To take action consistent with general Cal Cities policy as duly adopted by the Cal Cities General Assembly or by the Cal Cities Board. The Division will take no action in conflict with such policies.
- (d) To foster and disseminate knowledge relating to municipal government by all appropriate means and to arouse greater interest and more active civic consciousness among the people as to its importance and significance.
- (e) To meet, as provided herein, provided that the Annual Conference of the League of California Cities may be considered one such meeting of the Division.

ARTICLE III: MEMBERSHIP AND GOVERNMENT

Section 1. Any incorporated city in the Counties of Calaveras, Mariposa, Merced, San Joaquin, Stanislaus, and Tuolumne plus the city of Chowchilla are eligible for membership in the Central Valley Division and by such membership is eligible to participate in all of the benefits, discussions, voting and activities of the Division. There shall be vested in the Executive Committee power to administer the business affairs of the Division, except as otherwise hereafter provided.

Section 2. Membership in this Division shall be contingent upon membership in the League of California Cities.

- Section 3. The membership of the Division shall include all elected and appointed officials from Member Cities in the Division who are in good standing. Votes cast on questions affecting municipal policy reflect the opinion of the Division and do not commit individual cities to the decision.
- Section 4. Each member city/town of this Division shall register one (1) representative to represent the member city/town in this Division with the Secretary for purposes of voting on any matter brought before the membership. The representative shall be an elected municipal official or an elected appointed alternate. The designation for representatives shall be made at such time and in such a manner as the respective legislative bodies of member cities may themselves determine. Notwithstanding the foregoing, all elected or appointed city/town officials of every member city/town are encouraged to attend membership meetings and participate in discussion before a vote is taken.
- Section 5. The Division shares the goals provided in Article VII, Section 1 (b) of the Cal Cities bylaws under Board Diversity Policy: The goal of Cal Cities is to ensure that the Board of Directors reflects the diverse ethnic and social fabric of California. As such, the Division, encourages and supports members of every race, ethnicity, gender, age, sexual orientation, and heritage to seek leadership positions within Cal Cities, with the ultimate goal of achieving membership on the Board of Directors.
- Section 6. Any municipality which is in arrears in payment of such service charges as may be agreed upon by the Division for a period of 90 days shall automatically be deemed suspended from membership without action of the Executive Committee, and it shall be the duty of the Secretary of the Division to immediately notify said city thereof.

ARTICLE IV: EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall conduct the business of the Division.
- Section 2. The General Membership may by majority vote of those in attendance at any meeting of the General Membership overturn, negate or modify, as appropriate, any decision of the Executive Committee.
- Section 3. The Executive Committee of the Division shall be a President; First Vice President; Second Vice President; State League Director; the Immediate Past President (if able to serve); up to two appointed Regional Representatives from each of the counties in the Division which have more than one city as a member of the Division; and a single appointed Regional Representative from the counties in the Division which do not have more than one city as a member of the Division. The Executive Committee shall also have an appointed Secretary. All appointments will be made by the President.

Section 4. Votes of the Executive Committee will be determined by a majority of all Executive Committee members present and voting, excluding the President on the first ballot. In case of a tie on the first ballot, the President shall cast a vote on the second ballot.

ARTICLE V: OFFICERS - TERMS

Section 1. The elective officers of the Division shall be President, First Vice-President, Second Vice-President, and State Cal Cities Director. Such officers, with the exception of the State League Director, shall serve for a term of one year and until their successors are elected. Such officers may serve concurrent terms by a vote of the members present during the election. The State League Director shall serve for a term of two years. The President shall appoint Regional Representatives and a Secretary to serve a concurrent term.

Section 2. Election of officers of the Division shall be held annually at the meeting of said Division held next preceding the annual conference of the League of California Cities.

Section 3. The term of office of all said newly elected officers shall commence immediately upon election. In the event of a vacancy the office shall be filled by election at the next regular meeting of the Division. The fact that such a vacancy will be so filled shall be included in the notice of such meeting.

The election process will begin with the Secretary or Division staff sending a recruitment email to the Division Membership and the City Clerk of each member city/town. Email will be inclusive of an application form approved by the Executive Committee. Application form will state when the form is due and the manner in which the form needs to be submitted for consideration.

Section 4. No elected officer of this Division shall hold more than one office provided by Article V of these Bylaws.

ARTICLE VI: DUTIES OF OFFICERS

Section 1. President.

(a) It shall be the duty of the President to preside at the meetings of the Executive Committee and at membership meetings, and to perform such other duties as ordinarily pertain to the office of President of like types of organizations.

(b) The President may sign correspondence expressing a position on state legislation on behalf of the Division under the following conditions:

(i) The position proposed to be taken by the Division is consistent with League of California Cities Bylaws Article IX, sec. (2) and policies;

(ii) An email has been sent to all Division Member Cities informing them of the Division's proposed position and transmitting the legislation upon which the Division is proposing to take the position; and

(iii) The Division Member Cities have been given two business days in which to express support or opposition to the proposed position on the legislation.

If one-third of the total Division Member Cities express opposition to the proposed position on the legislation, then the Division will take a neutral position on the legislation. If an individual Division Member City expresses opposition to the proposed position on legislation, that City's name shall not be included in any future Division correspondence expressing a position on that legislation.

Section 2. First Vice-President. The First Vice-President shall act in the place instead of the President during the President's absence or inability to act.

Section 3. Second Vice-President. The Second Vice-President shall act in the place instead of the President and Vice-President during their absence or inability to act.

Section 4. President Pro-tem. If the President and the First and Second Vice-Presidents are absent from a meeting, a President Pro-tem shall be elected for the meeting by those in attendance.

Section 5. Secretary. The Secretary of this Division shall keep an accurate record of the membership of the Division and its Executive Committee, and of the business transacted at all meetings of the Division and of the Executive Committee and shall perform such other duties as may be assigned by the Executive Committee or the President.

The Secretary shall immediately notify the League of California Cities of any changes which come to his or her attention in the roster of municipal officers of the member cities of the Division, or of Division officers; record the minutes of all meetings of the Division and shall send one copy of such minutes to the Headquarters office of the League of California Cities. Said Secretary shall also prepare and send (mail or email) all notices of the meetings of the Division and shall send copies thereof to the Headquarters office of the League of California Cities. If the Secretary is absent from a meeting, the

President or Acting President shall appoint a Secretary Pro-tem. The Secretary will request that Division staff assist with Secretary's duties as described in this section.

Section 5. State Cal Cities Director. It shall be the duty of the State Cal Cities Director to represent the Division on the Board of Directors of said League of California Cities.

ARTICLE VII: MEETINGS

Section 1. Regular meeting of the membership of the Division shall be held quarterly at such time and place as may be determined by the Division. All elected and appointed city/town officials of every member city/town are encouraged to attend membership meetings and participate in the meeting. Senior management staff and elected officials' assistants are also encouraged to attend. Voting will occur as outlined in ARTICLE III, Membership and Government, Section 4.

Section 2. Regular meetings of the Executive Committee of the Division shall be held at such times and places as the President, or the Executive Committee may direct.

Section 3. Special meetings of the membership of the Division and of the Executive Committee may be held at any time upon call of the President or upon petition of 25 percent of the membership in good standing. No such special meeting may be legally held, however, unless written notice thereof is given to the member municipalities or to the members of the Executive Committee at least 24 hours in advance of such special meeting, which notice shall specify the time, place and purpose of such special meeting, and no other business shall be transacted except that for which said meeting is called.

Section 4. In instances when it is not possible or preferable to hold in-person meetings, meetings may be held by any means convenient to the Executive Committee of the Division or the membership such as but not limited to virtually, email or teleconference.

Section 5. It shall be the duty of the city hosting each general membership meeting to arrange the program for that meeting in consultation with the President.

Section 6. Notices of General Membership meetings shall be sent (mail or email) to the Division Membership and the City Clerk of each member city at least fourteen (14) days prior to any general membership meeting. These notices should be sent by the Division staff.

Section 7. Resolutions to be submitted to any meeting of the Division shall be submitted along with a brief justification thereof, in electronic format to the Secretary

for submission to the Executive Committee at their meeting prior to the Quarterly Meeting at which the resolution is requested to be presented.

The Secretary shall forward the submission to the Executive Committee at its meeting.

The Executive Committee shall determine whether the matter is of municipal interest and properly a subject for submission to the regular meeting of the Division.

Resolutions relating to host's arrangements and those of congratulatory type shall be excluded from this provision and may be submitted by the President or Acting President at any meeting of the Central Valley Division.

ARTICLE VIII: FINANCES

- Section 1. The Division bank account shall be managed by Cal Cities accounting department.
- Section 2. The President or a majority of the Executive Committee may engage an independent Certified Public Accountant firm to evaluate the financial records of the Division at any time.
- Section 3. All accounting services will be handled in accordance with the League of California Cities' current policies and procedures.

ARTICLE IX: DUES

- Section 1. The dues of the municipalities for the Central Valley Division will be one cent (\$0.01) per capita up to a maximum of \$500 per city.
- The Executive Committee may reduce dues, may not increase dues above the \$0.01 per capita maximum without a vote of the membership at a regular Division meeting.
- Section 2. Dues shall be due in January.

ARTICLE X: RULES OF ORDER

- Section 1. The conduct of the meetings shall be governed by the latest edition of Robert's Rules of Order.

ARTICLE XI: AMENDMENTS

- Section 1. Amendments to these Bylaws may be made at any regular or special meetings of this Division. Amendments must first be submitted in writing to the Executive Committee for consideration and study. The Executive

Committee must thereafter present such amendments to the membership of the Division, the Executive Committee may recommend approval or disapproval. To become effective such amendment must be carried by a vote of two-thirds (2/3) of the member Municipalities voting on such amendment.

Section 2. These Bylaws shall be declared adopted and become effective and operative when approved by vote of two-thirds (2/3) at the meeting at which the same are submitted, and the Secretary-Treasurer shall certify to the adoption thereof.

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